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SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in the federal exemption. Conversely, failure to file the appropriate notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

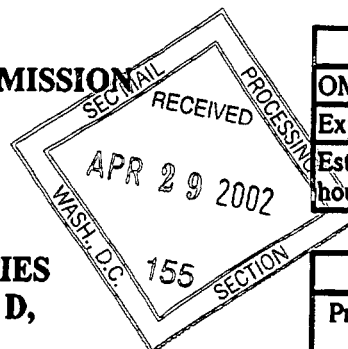


02033202

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2002	
Estimated average burden hours per response... 1	

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

PROCESSED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

LIFESMART NUTRITION TECHNOLOGIES, INC.

MAY 14 2002

THOMSON
FINANCIAL

Filing Under (Check box(es) that apply):

☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

LIFESMART NUTRITION TECHNOLOGIES, INC.

Address of Executive Offices
(Including Area Code)

(Number and Street, City, State, Zip Code)

Telephone Number

8 East Broadway, Suite 200, Salt Lake City, Utah 84111 (801) 596-3222

Address of Principal Business Operations
(Including Area Code)
(if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number

Same

Brief Description of Business

Sale of Nutritional Supplements

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0]11 [8]6 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [U] [T]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or be typed or printed.

Information Required: A new filing must contain all information requested. Amendments must contain the name of the issuer and offering, any changes to the information requested in Part E and the Appendix. The Appendix must be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE file a separate notice with the Secretary of State in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- o Each promoter of the issuer, if the issuer has been organized within the last five years;
- o Each beneficial owner having the power to vote or dispose, or direct the voting or disposition of, 10% or more of a class of equity securities of the issuer;
- o Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- o Each general and managing partner of partnership issuers.

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Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hellyer, Richard W.

Business or Residence Address (Number and Street, City, State, Zip Code)

8 East Broadway, Suite 200, Salt Lake City, Utah 84111

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Donnell, Darald A.

Business or Residence Address (Number and Street, City, State, Zip Code)

8 East Broadway, Suite 200, Salt Lake City, Utah 84111

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Lopez, Darren J.

Business or Residence Address (Number and Street, City, State, Zip Code)

8 East Broadway, Suite 200, Salt Lake City, Utah 84111

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Woolston, RAYmond J.

Business or Residence Address (Number and Street, City, State, Zip Code)

8 East Broadway, Suite 200, Salt Lake City, Utah 84111

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Warnecke, Melvin O.

Business or Residence Address (Number and Street, City, State, Zip Code)

8 East Broadway, Suite 200, Salt Lake City, Utah 84111

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$25,000

3. Does [REDACTED] ownership of a single unit?..... Yes No
[X] []

4. Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Arizona Capital Group, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

11333 N. Scottsdale Road, Suite 150, Scottsdale, AZ 85254

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL]	[AK]	<input checked="" type="checkbox"/> [AZ]	[AR]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	<input checked="" type="checkbox"/> [FL]	[GA]	[HI]	[ID]
[IL]	[IN]	<input checked="" type="checkbox"/> [IA]	[KS]	<input checked="" type="checkbox"/> [KY]	[LA]	[ME]	[MD]	[MA]	<input checked="" type="checkbox"/> [MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<input checked="" type="checkbox"/> [NY]	[NC]	[ND]	<input checked="" type="checkbox"/> [OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> [TX]	<input checked="" type="checkbox"/> [UT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$2,000,000	\$ 525,000
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify	\$	\$
Total	\$2,000,000	\$ 525,000

Answer also in Appendix, Column S, if filing under ULOE.

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2. Enter the number of accredited and non-accredited investors who purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$ 525,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. (See Form D-100) may be given as subject to future disbursements. If the total amount of expenditure is not known, furnish an estimate. (See Part C-Question 4.a. This estimate is the "adjusted gross proceeds" of the issuer.)

Transfer Agent's Fees	K) \$ 300
Printing and Engraving Costs	K) \$ 300
Legal Fees	K) \$ 5,000
Accounting Fees	K) \$ 1,000
Engineering Fees	K) \$ 0
Sales Commissions (specify finders' fees separately)	K) \$ 240,000*
Other Expenses (specify miscellaneous)	K) \$ 3,400
Total	K) \$ 250,000*

*Sales commissions and other accountable expense allowance together total

12% of the gross proceeds. The estimate given assumes sale of the securities at the price given in response to Part C-Question 1 and total expenses (see Part C-Question 4.a. This estimate is the "adjusted gross proceeds" of the issuer.) \$1,750,000 maximum offering.

5. Indicate below the amount of the proceeds to the issuer used or proposed to be used for the purpose of the offering. The estimate and amount for any purpose is not known. The total must equal the adjusted gross proceeds to the issuer set forth in Part C-Question 4. a. above.

Payments to
Officers, Payments

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Salaries and fees

Purchase of real estate

Purchase, rental or leasing and installation of machinery
and equipment

Construction or leasing of plant buildings and facilities

Acquisition of other businesses (including the value of
securities involved in this offering that may be used in
exchange for the assets or securities of another issuer
pursuant to a merger)

Repayment of indebtedness

Working capital

Other (specify):

.....

Column Totals

Total Payments Listed (column totals added)

Directors, & To
Affiliates Others

()	()
\$	\$

()	()
\$	\$

()	()
\$	\$

()	()
\$	\$

()	()
\$	\$

\$55,000	\$373,000
----------	-----------

\$	\$1,322,000
----	-------------

()	()
\$	\$

()	()
\$	\$

\$55,000	\$1,695,000
----------	-------------

\$1,750,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by its duly authorized person. If this notice is
filed under Rule 505, the following statement shall be included in the information furnished by the issuer to
Securities and Exchange Commission, the information furnished by the issuer to
any non-accredited investor

Representative under

ing by the issuer to furnish to the U.S.
off, the information furnished by the issuer to

Issuer (Print or Type) LIFESMART NUTRITION TECHNOLOGIES	Signature / Raymond J. Woolston	Date 4/18/02
Name of Signer (Print or Type) Raymond J. Woolston	Title Financial Officer	

Intentional misstatements or omissions of fact constitute criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

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1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) LIFESMART NUTRITION TECHNOLOGIES, INC.	Signature /s/ Raymond J. Woolston	Date 4/18/02
Name of Signer (Print or Type) Raymond J. Woolston	Title (Print or Type) Chief Financial Officer	

Instruction:

Print the name and title of the signing representative. This signature is signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of offering and amount offered in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									

CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH		Common Stock	50,000 shares						
OK		\$25,000	\$25,000	0	0				X
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									